

1 that the amount of work covered by each application and the
2 resultant fees and expenses are not excessive and are consistent
3 with the duties, responsibilities, and obligations of the special
4 counsel as specified herein and/or by further order of this Court
5 provided that special counsel shall, when making such application,
6 serve a copy thereof on the independent boards of trustees and
7 that said boards of trustees shall, within 10 days after receiving
8 same, file with this Court their approval thereof and/or objections
9 thereto; (2) shall be paid by the companies, when he is appointed
10 and from time to time thereafter, such advance payments as may be
11 necessary to cover reasonably foreseeable out-of-pocket costs and
12 expenses to be incurred by the special counsel during the following
13 60 days; (3) shall have the right to consult this Court and to
14 apply to it for advice or direction and to rely upon same when
15 given; (4) shall have the right to resign and be discharged of
16 his obligations as special counsel upon notice to this Court, in
17 which event, a successor shall be appointed in the manner provided
18 above; and (5) shall have the right to be indemnified (including
19 insurance therefor) in accordance with the applicable laws of the
20 State of Arizona.

21 AND IT IS FURTHER ORDERED, ADJUDGED AND DECREED that
22 the stipulation of the defendant Robert H. Fendler which provides
23 in part that said Robert H. Fendler will not participate, directly
24 or indirectly, in the operation or management of the companies or
25 their subsidiaries until further order of this Court is approved
26 herewith.

27 IT IS FURTHER ORDERED, ADJUDGED AND DECREED that except
28 by leave of Court after notice and hearing Robert H. Fendler, his
29 agents, servants, employees, attorneys, and those persons in
30 active concert or participation with him or them having actual
31 notice of this order, be and hereby are enjoined from, directly
32 and indirectly, commencing, prosecuting, continuing or enforcing